FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington

, D.C. 20549	OMB A

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) PRINCIPAL FINANCIAL GROUP INC **BEAMS MALIZ E** ✓ Director 10% Owner PFG] Officer (give title Other (specify (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) 06/28/2024 711 HIGH STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person 1 **DES MOINES** 50392 Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 2. Transaction 2A. Deemed 1. Title of Security (Instr. 3) 6. Ownership 7. Nature Transaction Execution Date. Securities Form: Direct of Indirect (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect Beneficial 8) Owned Follo (I) (Instr. 4) Ownership Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) Amount Price Common Stock **\$0**(1) 06/28/2024 101 11,349 D Α A Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date. 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature Conversion Derivative Transaction Expiration Date Amount of Derivative derivative Ownership of Indirect if any (Month/Day/Year) Security (Instr. 3) or Exercise Price of (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Underlying Security (Instr. 5) Securities Beneficially Form: Direct (D) Beneficial 8) Ownership Securities Acquired (A) or Disposed Owned Following Reported Derivative Derivative or Indirect (I) (Instr. 4) (Instr. 4) Security (Instr. 3 and 4) Security of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number

Date

Exercisable

Expiration

Title

Shares

Explanation of Responses:

1. Grant of restricted stock units

Chris Agbe-Davies as 07/01/2024 Attorney-in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

(A) (D)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.